

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO.,) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

CERTIFICATE OF SERVICE

I, James E. O'Neill, hereby certify that on the 16th day of April, 2009, I caused a copy of the following document(s) to be served on the individuals on the attached service list(s) in the manner indicated:

**CERTIFICATION OF NO OBJECTION REGARDING MOTION OF
THE DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING THE
IMPLEMENTATION OF THE 2009-2011 LONG-TERM INCENTIVE
PLAN FOR KEY EMPLOYEES [DOCKET NO. 21073]**



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